

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

FTX TRADING LTD, *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

ALAMEDA RESEARCH LTD. and
CLIFTON BAY INVESTMENTS LLC f/k/a
ALAMEDA RESEARCH VENTURES LLC,

Plaintiffs,

v.

MICHAEL KIVES, BRYAN BAUM, K5
GLOBAL HOLDINGS LLC, K5 GLOBAL
TECHNOLOGY LLC, MBK CAPITAL LP
SERIES T, K5 GROWTH CO-INVEST I GP
LLC, K5 GLOBAL GROWTH FUND I GP
LLC, K5 GLOBAL VENTURES LLC,
MOUNT OLYMPUS CAPITAL LP,
MOUNT OLYMPUS CAPITAL LLC, K5
GLOBAL GROWTH FUND II LP, K5
GLOBAL GROWTH FUND II GP LLC,
K5X FUND I LP, K5X FUND I LLC, and
SGN ALBANY LLC,

Defendants.

Adv. Pro. No. 23-50411 (JTD)

JURY TRIAL DEMANDED

K5 DEFENDANTS' MOTION TO DISMISS PLAINTIFFS' COMPLAINT

¹ The last four digits of FTX Trading Ltd.'s and Alameda Research LLC's tax identification numbers are 3288 and 4063, respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.ra.kroll.com/FTX>. The principal place of business of Debtor Emergent Fidelity Technologies Ltd is Unit 3B, Bryson's Commercial Complex, Friars Hill Road, St. John's, Antigua and Barbuda.

Pursuant to Fed. R. Civ. P. 12(b)(6), made applicable to this adversary proceeding by Fed. R. Bankr. P. 7012, and for the reasons stated in the accompanying *Memorandum of Law in Support of K5 Defendants' Motion to Dismiss Plaintiffs' Complaint*, Defendants Michael Kives, Bryan Baum, K5 Global Holdings, LLC, K5 Global Technology, LLC, MBK Capital, LP- Series T, K5 Global Growth Co-Invest I GP, LLC, K5 Global Growth Fund I GP, LLC, K5 Global Ventures, LLC, Mount Olympus Capital, LP, Mount Olympus Capital, LLC, K5 Global Growth Fund II, LP, K5 Global Growth Fund II GP, LLC, K5X Fund I, LP, and K5X Fund I, LLC (collectively, the "K5 Defendants") hereby move (this "Motion") for entry of an order, substantially in the form attached hereto as **Exhibit A**, dismissing the Complaint, Adv. Pro. D.I. 1, with prejudice.

Pursuant to Del. Bankr. L.R. 7012-1, the K5 Defendants do not consent to the entry of final orders or judgments by the Court in connection with this Motion and reserve their right to seek a jury trial before an Article III judge.

Dated: September 11, 2023
Wilmington, Delaware

Respectfully submitted,

POTTER ANDERSON & CORROON LLP

/s/ Jeremy W. Ryan

Jeremy W. Ryan (No. 4057)
Kevin R. Shannon (No. 3137)
Andrew L. Brown (No. 6766)
1313 N. Market Street, 6th Floor
Wilmington, DE 19801-6108
Telephone: (302) 984-6108
Facsimile: (302) 658-1192
E-mail: jryan@potteranderson.com
kshannon@potteranderson.com
abrown@potteranderson.com

-and-

LATHAM & WATKINS LLP

James E. Brandt (admitted *pro hac vice*)
Suzanne Uhland (admitted *pro hac vice*)
Hugh Murtagh (admitted *pro hac vice*)
1271 Avenue of the Americas
New York, New York 10020
Telephone: (212) 906-1200
Facsimile: (212) 751-4864
Email: james.brandt@lw.com
suzanne.uhland@lw.com
hugh.murtagh@lw.com

Michael J. Reiss (admitted *pro hac vice*)
355 S. Grand Avenue, Suite 100
Los Angeles, CA 90071
Telephone: (213) 485-1234
Facsimile: (213) 891-8763
Email: michael.reiss@lw.com

Michael E. Bern (admitted *pro hac vice*)
555 11th St. NW
Washington, DC 20004
Telephone: (202) 637-2200
Facsimile: (202) 637-2201
Email: michael.bern@lw.com

Attorneys for K5 Defendants Michael Kives, Bryan Baum, K5 Global Holdings, LLC, K5 Global Technology, LLC, MBK Capital, LP - Series T, K5 Global Growth Co-Invest I GP, LLC, K5 Global Growth Fund I GP, LLC, K5 Global Ventures, LLC, Mount Olympus Capital, LP, Mount Olympus Capital, LLC, K5 Global Growth Fund II, LP, K5 Global Growth Fund II GP, LLC, K5X Fund I, LP, and K5X Fund I, LLC